

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	

AFFIDAVIT OF SERVICE

I, Amber M. Cerveny, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, proposed claims and noticing agent for the Debtors in the above-captioned cases.

On November 22, 2005, I caused to be served, via overnight mail the documents listed in Section 1 on the parties attached hereto as Exhibit A, via electronic notification on the parties attached hereto as Exhibit B, and via US mail the parties attached hereto as Exhibit C:

Section 1

- I.** Debtors' Objection to Motion for Appointment of Official Committee of Retirees Pursuant to 11 U.S.C. §1114(d) Consisting of Persons Receiving Retiree Benefits Not Covered by a Collective Bargaining Agreement [**Attached hereto as Exhibit D**]

- II.** Debtors' Objection to Motion to Vacate or Amend Order (1) Appointing Unions as Authorized Representatives for Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) or 1114(d) or, in the Alternative, (II) Establishing Procedures for Solicitation, Nomination, and Appointment of Committee of Retired Employees [**Attached hereto as Exhibit E**]

- III.** Debtors' Omnibus Objection to Motions Seeking Deadline for Debtors to Assume or Reject Certain Executory Contracts [**Attached hereto as Exhibit F**]

- IV.** First Supplemental Declaration and Disclosure Statement of Charles Davidow in Support of Application for Entry of Order Under 11 U.S.C. §§327(e) and 1107(b) Authorizing Employment and Retention of Wilmer Cutler Pickering Hale and Dorr LLP as Special Regulatory Counsel [**Attached hereto as Exhibit G**]

On November 22, 2005, I caused to be served, via overnight mail the documents listed in Section 2 on the parties attached hereto as Exhibit H:

Section 2

- V. Debtors' Objection to Motion for Appointment of Official Committee of Retirees Pursuant to 11 U.S.C. §1114(d) Consisting of Persons Receiving Retiree Benefits Not Covered by a Collective Bargaining Agreement [**Attached hereto as Exhibit D**]
- VI. Debtors' Objection to Motion to Vacate or Amend Order (I) Appointing Unions as Authorized Representatives for Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) or 1114(d) or, in the Alternative, (II) Establishing Procedures for Solicitation, Nomination, and Appointment of Committee of Retired Employees [**Attached hereto as Exhibit E**]

On November 22, 2005, I caused to be served, via overnight mail the documents listed in Section 3 on the parties attached hereto as Exhibit I:

- VII. Debtors' Omnibus Objection to Motions Seeking Deadline for Debtors to Assume or Reject Certain Executory Contracts [**Attached hereto as Exhibit F**]

Dated: November 23, 2005

/s/ Amber M. Cerveney
Amber M. Cerveney

Sworn to and subscribed before
me on November 23, 2005

/s/ Evan J. Gershbein
Notary Public

My Commission Expires: 1/19/07

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Curtis, Mallet-Prevost, Colt & Mosie LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	212-696-6000	212-697-1559	sreisman@cm-p.com	Postpetition Administrative Agent
Davis Polk & Wardwell	Donald Bernstein	450 Lexington Avenue		New York	NY	10017	212-450-4092	212-450-3092	donald.bernstein@dpw.com	Debtors
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Creditor Committee Member
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EXHIBIT B

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EXHIBIT C

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EXHIBIT D

Hearing Date: November 29, 2005

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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DEBTORS' OBJECTION TO MOTION FOR APPOINTMENT OF
OFFICIAL COMMITTEE OF RETIREES PURSUANT TO 11 U.S.C. § 1114(d)
CONSISTING OF PERSONS RECEIVING RETIREE BENEFITS NOT
COVERED BY A COLLECTIVE BARGAINING AGREEMENT

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the Motion of Michael Beard, Russell Detwiler, Floyd Jones, and John M. McGrath (the "Movants") for Appointment of Official Committee of Retirees Pursuant to 11 U.S.C. § 1114(d) Consisting of Persons Receiving Retiree Benefits Not Covered by a Collective Bargaining Agreement (Docket No. 874) (the "Motion"). In support of this Objection, the Debtors respectfully represent as follows:¹

Preliminary Statement

1. By the Motion, the Movants seek the appointment of a retiree committee composed of retirees who are receiving retiree benefits that were not initially conferred by a collective bargaining agreement between the Debtors and one of the International Unions.² At this time, the Debtors have not determined if, and to what extent, they will seek to modify the retiree medical and life insurance benefits of their non-union retirees.

2. Until the Debtors seek to modify or terminate the retiree medical and life insurance benefits of its non-union retirees, there is no useful purpose of appointing a retiree

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

² The International Unions, as that term is used herein, are the United Auto Workers, the International Union Of Electronic, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America, the United Steelworkers Of America, the International Association Of Machinists And Aerospace Workers, the International Brotherhood Of Electrical Workers, and the International Union Of Operating Engineers.

committee consisting of persons receiving retiree benefits not covered by a collective bargaining agreement. Because the Motion is premature, the Motion should be denied without prejudice.³

3. Finally, the Movants did not request the appointment of a committee of non-hourly retirees pursuant to section 1102 of the Bankruptcy Code. The Movants' interests are adequately represented by the Official Committee of Unsecured Creditors (the "Creditors' Committee"), and the Movants have not presented any evidence to the contrary. Therefore, even if the Movants were to request that the Court appoint an additional committee pursuant to section 1102 of the Bankruptcy Code, such request should be denied.

Argument

A. This Court Should Not Appoint An Additional Committee Under 11 U.S.C. § 1114(d).

4. Prior to a debtor's determination to modify retiree benefits, it is not appropriate to appoint a committee pursuant to section 1114 of the Bankruptcy Code. See In re Winn-Dixie Stores, Inc., 326 B.R. 853, 858-59 (Bankr. M.D. Fla. 2005) ("At this point in the case [where the debtors have not yet attempted to modify or terminate § 1114 benefits], the Court finds such a motion premature."); In re Farmland Industries, Inc., 294 B.R. 903, 920 (Bankr. W.D. Mo. 2003) ("Unless and until [the debtor] seeks to modify or terminate these plans in accordance with the procedures outlined in § 1114, there is no need for the appointment of a committee."); In re Agway, Inc., 297 B.R. 371, 375 (Bankr. N.D.N.Y. 2003) ("At such time as the Debtor determines that it is necessary to modify the retirees' benefits, as defined in [§ 1114],

³ The Debtors take no position at this time on the subject of whether a committee of retirees whose benefits were not initially conferred by a collective bargaining agreement will be necessary if, and when, the Debtors seek Bankruptcy Court approval to modify or terminate the retiree benefits of this group of employees.

the Court will again entertain a motion for the appointment of a committee to act as the authorized representative of the retirees.").

5. As the court noted in Farmland, "no useful purpose would be served by the appointment of a committee" prior to the debtors' decision to modify or terminate the retiree benefits of the individuals represented by the purported committee. 294 B.R. at 920.

"Appointment of a committee at this time would simply delay things further, at considerable expense to the Debtors, and would not change the final result." Id.

6. In Agway, the court recognized that because the Debtors are required to present a proposal on the modification of retiree benefits to an "authorized representative" of the retirees affected by the proposal, the debtors, from a practical perspective, are in the best position to request the appointment of a committee. 297 B.R. at 376 n.3. Consistent with Agway, the Debtors filed a Motion For Order (i) Appointing Unions As Authorized Representatives For Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) And 1114(d) Or, In The Alternative, (ii) Establishing Procedures For Solicitation, Nomination, And Appointment Of Committee Of Retired Employees (Docket No. 15) (the "Retiree Committee Motion"), because the Debtors have decided to terminate the benefits of the union-represented retirees. The Debtors have not, however, made any such determination at this time regarding the retiree medical and life insurance benefits of its non-union retirees. Thus, the Motion should be denied.

7. If and when the Debtors seek Bankruptcy Court approval to eliminate or modify the retiree medical and life insurance benefits of their non-union retired employees, the Debtors will provide the Movants notice of those proceedings.

B. This Court Should Not Appoint An Additional Committee Pursuant To 11 U.S.C. § 1102.

8. Section 1102 of the Bankruptcy Code authorizes the Court to appoint an additional creditors' committee only "if necessary to assure adequate representation of creditors or of equity security holders." The party seeking the appointment of an additional committee bears the burden of proving it is not adequately represented. Agway, 297 B.R. at 374. The appointment of an additional committee is an "extraordinary remedy." In re Enron Corp., 279 B.R. 671, 685 (Bankr. S.D.N.Y. 2002).

9. Although there is no set framework in the Bankruptcy Code for determining "adequate representation," courts generally have applied similar factors in the analysis of this issue: (1) the ability of the committee to function; (2) the nature of the case; (3) the standing and desires of various constituencies; (4) the ability for creditors to participate in the cases without an official committee and the potential to recover expenses pursuant to 11 U.S.C. § 503(b); (5) whether different classes may be treated differently under a plan and need representation; (6) the motivation of movants; (7) the costs incurred by the appointment of additional committees; and (8) the tasks that a committee or separate committee is to perform. Id.

10. This Court should not appoint an additional creditors' committee comprised of non-hourly retirees because such a committee would not provide a benefit to the overall administration of the estate. See Winn Dixie, 326 B.R. at 857 (holding that participants in debtors' non-qualified retirement plans were being adequately represented by creditors' committee). At this time, when the Debtors have not sought to modify or terminate the retiree benefits of their non-hourly employees, the interests of the Movants is the same as any other unsecured creditor -- to maximize the value of the Debtors' estates. "The issue is whether the

[movants'] interests are adequately represented, not whether they are exclusively represented."

Id. at 858. Therefore, the Motion should be denied without prejudice.

Notice

11. Notice of this Objection has been provided in accordance with the Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e), which was entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

12. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) denying the Motion without prejudice and (ii) granting the Debtors such other and further relief as is just.

Dated: New York, New York
November 22, 2005

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EXHIBIT E

Hearing Date: November 29, 2005

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

DEBTORS' OBJECTION TO MOTION TO VACATE OR AMEND ORDER (I) APPOINTING
UNIONS AS AUTHORIZED REPRESENTATIVES FOR UNION-REPRESENTED
RETIREES UNDER 11 U.S.C. §§ 1114(c) OR 1114(d) OR, IN THE ALTERNATIVE, (II)
ESTABLISHING PROCEDURES FOR SOLICITATION, NOMINATION, AND
APPOINTMENT OF COMMITTEE OF RETIRED EMPLOYEES

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the Motion of Michael Beard, Russell Detwiler, Floyd Jones, and John M. McGrath (the "Movants") to vacate or amend the order, entered October 13, 2005, (i) appointing unions as authorized representatives for union-represented retirees under 11 U.S.C. §§ 1114(c) and 1114(d) or, in the alternative, (ii) establishing procedures for solicitation, nomination, and appointment of committee of retired employees (the "Retiree Committee Order") (Docket No. 595) (the "Motion"). In support of this Objection, the Debtors respectfully represent as follows:¹

Preliminary Statement

1. On October 8, 2005 (the "Petition Date"), the Debtors filed a motion seeking entry of the Retiree Committee Order (Docket No. 15) (the "Retiree Committee Motion").

2. The purpose of the Retiree Committee Motion was simply to meet the requirements of section 1114 of the Bankruptcy Code. As stated in the Retiree Committee Motion, to successfully reorganize, "the Debtors require significant cost reductions and labor modifications, including elimination of retiree medial and life benefits for their hourly active employees and current hourly retirees whose benefits were covered by a collective bargaining

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

agreement." Retiree Committee Motion ¶ 15 (emphasis added). To eliminate retiree medical and life insurance benefits, the Debtors arguably must negotiate with the "authorized representative" of the retirees described above. The Retiree Committee Motion created a procedure for selecting an authorized representative for retirees whose retiree medical and life insurance benefits were initially conferred by a collective bargaining agreement between the Debtors and one of the International Unions.²

3. After a hearing, this Court on October 13, 2005 entered an order (the "Retiree Committee Order") granting the Retiree Committee Motion. Subsequent to the entry of the Retiree Committee Order and in accordance with paragraphs 2 and 3 thereof, the International Unions agreed to serve as the authorized representatives of the retirees (and, to the extent applicable, their surviving spouses, dependants, and beneficiaries) whose retiree medical and life insurance benefits were initially conferred by a collective bargaining agreement between the Debtors and their respective International Union.

4. Contrary to any allegation in the Motion, neither the Retiree Committee Motion nor the Retiree Committee Order affects the rights and interests of any non-union retired employee of the Debtors. Therefore, the Movants lack standing to seek the relief requested in the Motion. If and when the Debtors seek Bankruptcy Court approval to eliminate or modify the

² The International Unions, as that term is used herein, are the United Auto Workers, the International Union Of Electronic, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America, the United Steelworkers Of America, the International Association Of Machinists And Aerospace Workers, the International Brotherhood Of Electrical Workers, and the International Union Of Operating Engineers.

retiree medical and life insurance benefits of their non-union retired employees, the Debtors will provide the Movants notice of those proceedings.³

Argument

5. The Movants are non-hourly retirees under the age of 65 who allegedly receive retiree health, life, or disability benefits from the Debtors. Because the Movants are not union-retirees, the Movants' benefits were not conferred by a collective bargaining agreement. In the Motion, the Movants seek to amend or vacate the Retiree Committee Order, alleging that "[a]lthough the Retiree Committee Motion at first glance seems to deal exclusively with unrepresented union retirees, the Order would have a substantial impact on the rights of non-hourly, salaried retirees to be represented by a Retiree Committee in this case." Motion ¶ 8.

6. In support of this conclusion, the Movants allege that if and when the Debtors seek to modify or terminate the retiree benefits on the non-union retirees, the Retiree Committee Order allows the committee formed pursuant to the Retiree Committee Order, which is not comprised of any non-union retirees, to act as the authorized representative of the non-union retirees. The Movants' position is wrong.

7. Paragraph 11 of the Retiree Committee Order provides: "The appointment of an International Union and/or a Retiree Committee pursuant to the procedures set forth hereunder shall be for the sole purpose of representing retirees in connection with their rights arising under section 1114 and 1129(a)(13) of the Bankruptcy Code and for no other purpose." Although this paragraph does not specifically refer to the representation of union retirees, the Retiree Committee Motion only discusses union retirees and the Retiree Committee Order

³ The Debtors reserve their rights to modify or terminate the retiree medical and life insurance benefits of their non-union retired employees to the extent that the Debtors have a prepetition right to do so unilaterally.

clearly limits, and is intended to limit, the scope of the appointment of authorized representatives to union retirees.

8. Specifically, the Retiree Committee Order establishes a procedure for appointing an authorized representative for retirees "whose retiree medical and life insurance benefits were initially conferred by a collective bargaining agreement between the Debtors and an International Union." Retiree Committee Order ¶ 2. The authorized representatives appointed to serve pursuant to the Retiree Committee Order were not appointed to represent the non-union retirees in any potential negotiations of section 1114 retiree benefits.

9. Neither the Retiree Committee Motion nor the Retiree Committee Order affects the substantive rights and interests of any non-union retiree. Because the Retiree Committee Order does not affect the rights and interests of the Movants, the Movants do not have standing to bring the Motion. Therefore, the Motion should be denied with prejudice.

Notice

10. Notice of this Objection has been provided in accordance with the Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e), which was entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

11. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) denying the Motion and (ii) granting the Debtors such other and further relief as is just.

Dated: New York, New York
November 22, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
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- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT F

Hearing Date: November 29, 2005
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**DEBTORS' OMNIBUS OBJECTION TO MOTIONS SEEKING DEADLINE
FOR DEBTORS TO ASSUME OR REJECT CERTAIN EXECUTORY CONTRACTS**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the
"Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively,

the "Debtors"), hereby submit this objection (the "Omnibus Objection") to the following motions:

(i) Motion for Order Fixing a Deadline for the Debtors to Assume or Reject an Executory Contract with Pillarhouse (U.S.A.), Inc. (the "Pillarhouse Motion" filed by "Pillarhouse"), (ii) Motion for Order Fixing Deadline for Debtors to Assume or Reject Executory Contract with Russell Reynolds Associates, Inc. (the "RRA Motion" filed by "RRA"), (iii) Amended Motion for Order under 11 U.S.C. § 365(d)(2) Directing the Debtors to Determine within 30 Days Whether to Assume or Reject Their Executory Contracts with Sensus Precision Die Casting, Inc. (the "Sensus Motion" filed by "Sensus"), and (iv) Motion for Order Fixing a Deadline for the Debtors to Assume or Reject an Executory Contract with Solectron Manufactura De Mexico, S.A. (the "Solectron Motion" filed by "Solectron," and the Solectron Motion, together with the Sensus Motion, the Pillarhouse Motion, and the RRA Motion, collectively, the "Motions"). In support of this Objection, the Debtors respectfully represent as follows:¹

Preliminary Statement

1. Pillarhouse, RRA, Sensus, and Solectron (the "Movants") wish to compel the Debtors to make an immediate decision regarding the assumption or rejection of their respective contracts because the Movants want their prepetition claims converted into postpetition claims. The relief requested by the Movants, coming merely six weeks after the commencement of one of the largest manufacturing chapter 11 cases in history, is prematurely sought because one of the contracts at issue is non-core and the remaining contracts have terms that extend well into or past calendar year 2006. It is unreasonable for the Debtors to make such important decisions this early in their chapter 11 cases. Indeed, absent extraordinary

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motions.

circumstances, forcing the Debtors to decide now —or even six months from now— whether to assume or reject the Movants' non-expiring executory contracts could force the Debtors to assume substantial, long-term liabilities under the executory contracts or forfeit benefits associated with such contracts to the detriment of the Debtors' ability to operate and preserve the going-concern value of their business for the benefit of all creditors and other parties-in-interest.

2. Indeed, the Debtors have only recently commenced a restructuring effort that they anticipate will take approximately 18 months to complete. They are parties to tens of thousands of executory contracts and unexpired leases which collectively involve billions of dollars of liabilities and which will take many months to examine. The Debtors are currently reviewing 11,000 contracts that are expiring in the near term, many of which are necessary to the continued supply of product to the Debtors customers. Indeed, to protect the Debtors' supply chain, the Debtors recently filed a Motion for an Order under 11 U.S.C. §§ 363(b) and 365(a) and Fed. R. Bankr. P. 9019 Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements (the "Assumption Motion"). By the Assumption Motion, the Debtors are seeking to assume certain expiring contracts of sole source suppliers. There are numerous issues associated with the expiring supply agreements that could have an adverse effect on the Debtors businesses if not addressed. Accordingly, in furtherance of their efforts to stabilize their businesses, the Debtors are negotiating with these suppliers and analyzing the propriety of assuming such contracts.²

² In this context, the Debtors do not believe that the Movants' contracts fit within the parameters of the Assumption Motion. The Debtors need to focus their attention on the expiring contracts and the Movants' contracts will be reviewed with all other non-expiring executory contracts in these chapter 11 cases in an attempt to determine if they fit within the Debtors' reorganization strategy. In the future, if any of the Movants'
(cont'd)

3. In addition, the Debtors are currently in the midst of negotiations with their unions to address numerous issues regarding increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations. Finally, the Debtors intend to use the chapter 11 process to achieve competitiveness for Delphi's core U.S. operations by realigning Delphi's global product portfolio and manufacturing footprint to preserve the Debtors' core businesses. The Debtors need to focus on these significant tasks and develop a comprehensive restructuring plan for their business and the several hundred thousand creditors in these cases. The Debtors simply cannot and should not be forced into preemptory contract or lease assumption or rejection decisions by the Movants.

4. After review of each motion, however, the Debtors assert that there is no basis to force assumption or rejection of the Movants' contracts at this time. The following is a summary of each of the four motions and the rationale asserted by each of the Movants:

- a. The Pillarhouse Motion. Pillarhouse seeks an order fixing an early deadline for the Debtors to assume or reject a purchase order for the fabrication and installation of two pieces of equipment. This equipment was delivered to the Debtors on October 5, 2005. Pillarhouse must now install the equipment, for which the underlying contract provides that it will be compensated. Nevertheless, Pillarhouse is refusing to perform the installation absent assumption of its contract.
- b. The RRA Motion. RRA seeks an order fixing the deadline within which Delphi must assume or reject an employment recruiting contract with Delphi. Pursuant to the agreement, RRA was to receive one-third of the total compensation paid to the candidate hired. Regardless of outcome, however, RRA was to receive a minimum fee of \$106,300 to be paid in three monthly retainers, all of which were billed to Delphi and earned by RRA prepetition. Although postpetition fees for successful placement of an employee postpetition may warrant an administrative expense, RRA is seeking to be paid its minimum fee today despite the fact that such sum was earned prior to the Petition Date.

(cont'd from previous page)

contracts comes within the bounds of the Assumption Motion, the Debtors will consider whether such contracts merit assumption.

- c. The Sensus Motion. Sensus seeks an order requiring the Debtors to assume or reject the contracts with Sensus within 30 days. There are several contracts at issue between Sensus and Delphi related to various long term obligations by which Sensus is required to provide goods to the Debtors. Sensus argues that the relief should be granted because Sensus will be seriously harmed without assumption, despite the fact that the Debtors continue to make payments on account of their postpetition obligations under the contract. Sensus also argues that its agreements should be assumed because they are of vital importance to the Debtors. Despite Sensus' assertions, such decisions should be left to the Debtors' business judgment after an assessment of all executory contracts.
- d. The Solectron Motion. Solectron seeks an order setting an early deadline fixing the time by which the Debtors must assume or reject the executory contract between Solectron and the Debtors. The contract at issue is a long term supply and manufacturing contract pursuant to which the Debtors purchase certain goods, components, and products. Solectron's sole argument is that without assumption or rejection now, it will be forced to purchase additional materials and reserve manufacturing space to comply with the terms of the contract.

5. None of the contracts above is expiring in the near term. The Debtors are current on their postpetition obligations under the contracts set forth in the Motions. Assumption of those contracts now will only impose an unnecessary financial burden on the estates. Movants will not be harmed by continuation of the status quo, especially given the Debtors' significant financial and operating resources as well as various orders by this Court protecting creditors rights on a postpetition basis. The Motions lack merit and thus should be denied.

Argument

6. The Bankruptcy Code does not require a debtor to decide whether to assume or reject an executory contract until the time of plan confirmation. See 11 U.S.C. § 365(d)(2). A non-debtor party to an executory contract can attempt to compel the debtor into assuming or rejecting before plan confirmation upon motion to the court. See id. In considering such a motion, however, courts must balance the interests of the debtor against those of the non-debtor party. See, e.g., In re Midtown Skating Corp., 3 B.R. 194, 198 (Bankr. S.D.N.Y. 1980);

In re Resource Tech. Corp., 254 B.R. 215, 227 (Bankr. N.D. Ill. 2000); In re Dunes Casino Hotel, 63 B.R. 939 (D.N.J. 1986); In re GHR Energy Corp., 41 B.R. 668, 676 (Bankr. D. Mass. 1984).

7. Courts considering such demands by non-debtor parties rarely force a debtor into prematurely assuming or rejecting a contract. The reason for courts' reluctance to force early assumption or rejection is that the "interests of the creditors collectively and the bankrupt estate as a whole will not yield easily to the convenience or advantage of one creditor." See Public Svc. Co. of New Hampshire v. New Hampshire Elec. Coop., Inc. (In re Public Svc. Co. of New Hampshire), 884 F.2d 11, 14-15 (1st Cir. 1989).

Permitting the debtor to make its decision as late as the plan confirmation date enables the debtor to carefully evaluate the possible benefits and burdens of an [executory contract]. It is vitally important to all interested parties that the debtor make a prudent assumption or rejection decision . . .

In re Wheeling-Pittsburgh Steel Corp., 54 B.R. 385, 388 (Bankr. W.D.Pa. 1985). See also In re Physician Health Corporation, et al., 262 B.R. 290, 295 (D. Del. 2001) (denying motion to compel assumption or rejection of executory contract when bankruptcy case was only five months old); Hiser v. Blue Cross of Greater Philadelphia (In re St. Mary Hosp.), 89 B.R. 503, 513-14 (Bankr. E.D.Pa. 1988) ("the interests of the Debtor here in denying a precipitous assumption or rejection appear to us much greater than the interests of HHS in forcing a prompt resolution"). Accordingly, under most circumstances, it is the clear policy of the Bankruptcy Code to provide the debtor with breathing space following the filing of a bankruptcy petition, continuing until the confirmation of a plan, in which to decide whether to assume or reject an executory contract. In re Enron Corp., 279 B.R. 695, 702 (Bankr. S.D.N.Y. 2002) (citation omitted).

8. Although the breathing space afforded a debtor is not without limits, Enron, 279 B.R. at 702, the law requires, in all circumstances, that a debtor be given a "reasonable time" to decide whether to assume or reject. See Philadelphia Co. v. Dipple, 312 U.S. 168, 174 (1941); Enron, 279 B.R. at 702. The determination of what is a reasonable time is within the Bankruptcy Court's discretion in light of the circumstances of each case. In determining what constitutes a reasonable time, courts in this circuit have considered several factors, including: (1) the nature of the interests at stake; (2) the balance of hurt to the litigants; (3) the good to be achieved; (4) the safeguards afforded to the litigants; (5) whether the debtor's bankruptcy case is complex; (6) the debtor's failure or ability to satisfy post-petition obligations; (7) the damage that the non-debtor will suffer beyond the compensation available under the Bankruptcy Code; (8) the importance of the contract to the debtor's business and reorganization; (9) whether the debtor has sufficient time to appraise its financial situation and formulate a plan; (10) whether there is a need for judicial determination as to whether an executory contract exists; (11) whether the period in which the debtor has the exclusive right to file a plan of reorganization has expired; and (12) whether the time afforded is consistent with the rehabilitative purpose of chapter 11. See, e.g., In re Burger Boys, Inc., 94 F.3d 755, 761 (2d Cir. 1982); Theatre Holding Corp. v. Mauro, 681 F.2d at 102, 106 (2d Cir. 1982); In re Adelphia Communications Corp., 291 B.R. 283, 293 (Bankr. S.D.N.Y. 2003); In re Enron Corp., 279 B.R. 695, 702-03 (Bankr. S.D.N.Y. 2002); In re Teligent, Inc., 268 B.R. 723, 738-39 (Bankr. S.D.N.Y. 2001); In re Beker Indus. Corp., 64 B.R. 890, 896 (Bankr. S.D.N.Y. 1986).

9. It is clear from the holdings in these cases that the moving parties must clear a high hurdle to establish an entitlement to compel the Debtors to assume a non-expiring executory contract now. The Movants fall well short of the mark.

A. The Purpose Of Chapter 11 Warrants Denial Of The Motions.

10. Courts have held that a determination of what is a reasonable time within which a debtor should assume or reject an executory contract should be interpreted "with the broad purpose of chapter 11, which is 'to permit the rehabilitation of debtors.'" In re Teligent Inc., 268 B.R. at 738-39 (citing NLRB v. Bildisco & Bildisco, 465 U.S. 513, 527 (1984)); see also In re Midtown Skating Corp., 3 B.R. 194, 198 (Bankr. S.D.N.Y. 1980). The Court of Appeals for the Second Circuit has recognized that a court may delay the decision on whether to assume or reject a lease until confirmation as a matter of course because the debtor's rehabilitation efforts will be clear at confirmation. See Nostas Assocs. v. Costich (In re Klein Sleep Products, Inc.), 78 F.3d 18, 29 (2d Cir. 1996); see also In re Crystal Apparel, Inc., 220 B.R. 816, 834 (Bankr. S.D.N.Y. 1998). ("[t]he assumption of an executory contract early in a Chapter 11 case is particularly disfavored as it is difficult to predict the course the reorganization will take." (citing Klein Sleep, 78 F.3d at 29)).

11. The decision whether to assume or reject executory contracts, such as those covered in the Motions, is important to the Debtors reorganization efforts. The Debtors intend to use the chapter 11 process to achieve competitiveness for Delphi's core U.S. operations by realigning Delphi's global product portfolio and manufacturing footprint to preserve the Debtors' core businesses. This process will have an impact on the executory contracts that the Debtors ultimately decide to assume or reject. Additionally, if any or all of the Motions were granted, the Debtors and their estates will be significantly and pointlessly harmed because they would be forced to decide now whether to assume the various non-expiring contracts. Assumption not only means payment of the moving parties' prepetition unsecured claims, it also means elevation to administrative expense priority status of all other obligations that may arise

under the contracts postpetition. More importantly, an order granting the Motions would force the Debtors into devoting resources to analyzing these few non-expiring contracts in a hurried fashion at a time when the Debtors' resources are already stretched as they examine numerous other aspects of their business while attempting to restructure their affairs. Requiring the Debtors to make determinations on assuming or rejecting non-expiring executory contracts at this time is not in keeping with the protections that chapter 11 affords.

B. The Moving Parties Will Not Suffer Any Harm Beyond Compensation Available Under The Bankruptcy Code.

12. There is no harm that will befall the moving parties if the Debtors are allowed to retain their statutory right to wait until plan confirmation to decide whether to assume or reject the contracts. The Debtors are performing all of their postpetition obligations under the contracts which are the subject of the Motions. Moreover, the Debtors have significant resources, including access to a substantial DIP credit facility, which provide adequate assurance to all of their postpetition suppliers and vendors that such suppliers and vendors will be paid their postpetition bills in a timely fashion. See, e.g., Transcript of Oct. 11, 2005 Hearing at p. 107 ("I am now convinced that the facility adequately satisfies the debtors' needs and provides them with sufficient and abundant availability to conduct their bankruptcy case; and, more importantly, to conduct their businesses in the ordinary course."). Granting any or all of the Motions will result in countless motions for the same relief by all similarly situated creditors, which could cost the Debtors hundreds of millions of dollars in cure costs and jeopardize the Debtors' reorganization efforts.

13. Indeed, Sensus is the only moving party to assert that the Debtors have not paid in full on a postpetition basis. This argument is not supported by the facts. The alleged underpayment relates to the price index used by the parties for pricing adjustments. In its motion,

Sensus claims that the purchase orders in question all provide that the price adjustments will be made in accordance with a standard known as "'Metals Week,' under 'Daily Prices'" and that the Debtors have been improperly using the LME NASSAC index to determine price adjustments. These assertions, however, directly contradict the purchase orders to which Sensus refers and has attached as Exhibits D, E, and F to its amended motion. The face of each purchase order clearly states that "Oct 2005 Price Changes Per Monthly Aluminum Escalation /De-Escalation Index used is LME NASSAC." Thus Sensus' argument is without merit and should be denied.

Moreover, to the extent that the Debtors are mistaken as to the use of the LME NASSAC pricing index, despite the clear statement on the face of the purchase orders, such a mistake would constitute a bona fide business dispute, not justification for the debtors to assume millions of dollars of liabilities on an expedited basis.

C. The Debtors Have Not Had Sufficient Time To Appraise Their Financial Situation And Formulate A Plan.

14. Prior to making critical assumption or rejection decisions, a debtor must be permitted "the leeway needed to appraise its financial situation and the potential value of its assets in terms of the formulation of a plan." Theatre Holding, 681 F.2d at 104; see also Teligent, 268 B.R. at 739. As stated above, the Debtors are only six weeks into a restructuring effort that they anticipate will take approximately 18 months to complete. At this point, however, the Debtors energies are focused on stabilizing their business and reviewing expiring executory contracts. The Debtors have not had time to make critical decisions regarding the assumption or rejection of their numerous executory contracts. The Debtors need to focus on developing a comprehensive restructuring plan for their business and the several hundred thousand creditors in these cases. They simply cannot and should not be forced into preemptory contract or lease assumption and rejection decisions for non-expiring contracts.

D. The Complexity And Size Of The Debtors' Chapter 11 Filings Warrant A Considerable Period In Which To Evaluate The Consequences Associated With Assumption Or Rejection Of Executory Contracts.

15. The complexity and size of these cases also warrants denial of the Motions at this early stage. The complexity of the issues that the Debtors face in stabilizing their businesses and attempting to restructure their affairs is magnified by the size of these cases, currently among the largest pending before any bankruptcy court in the United States. In summary:

- (a) Forty-two affiliated entities sought chapter 11 relief.
- (b) The Debtors employ approximately 50,600 people in the U.S. at approximately 44 manufacturing sites and 13 technical centers. Ninety-six percent of the company's 34,750 hourly employees are represented by approximately 49 different international and local unions under various CBAs. The company's foreign entities employ more than 134,000 people supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.
- (c) The Debtors' global 2004 revenues were approximately \$28.6 billion, and global assets as of August 31, 2005 were approximately \$17.1 billion.
- (d) The Debtors supply products to nearly every major global automotive original equipment manufacturer, with 2004 sales to the Debtors' former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

16. Courts have recognized that complex cases require a more careful and extended consideration by the debtor of whether to assume or reject executory contracts. See Dallas-Fort Worth Reg'l Airport Bd. v. Braniff Airways, Inc., 26 B.R. 628, 636 (N.D. Tex. 1982) ("[i]t would have been quite unreasonable, in this highly complex bankruptcy proceeding, to have required such a decision within two months of the date the petition in bankruptcy was filed.").

Conclusion

17. Based upon the foregoing, the interests clearly weigh in favor of denying the Motions and allowing the status quo to continue so that the Debtors can use the time between now and plan confirmation to determine whether to assume or reject their non-expiring executory contracts. The Debtors and the estates should be afforded the breathing space needed to formulate a plan of reorganization. The Motions should therefore be denied.

Notice

18. Notice of this Objection has been provided in accordance with the Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e), which was entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

19. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that the court enter an order (i) denying the Motions and (ii) granting the Debtors such other and further relief as is just.

Dated: New York, New York
November 22, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION AND
DISCLOSURE STATEMENT OF CHARLES DAVIDOW IN
SUPPORT OF APPLICATION FOR ENTRY OF ORDER UNDER
11 U.S.C. §§ 327(e) AND 1107(b) AUTHORIZING EMPLOYMENT
AND RETENTION OF WILMER CUTLER PICKERING
HALE AND DORR LLP AS SPECIAL REGULATORY COUNSEL**

I, Charles Davidow, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Wilmer Cutler Pickering Hale and Dorr LLP (“WCPHD”), which maintains offices at, among other places, 2445 M Street, NW, Washington, DC 20037. I am familiar with the matters set forth herein and submit this supplemental declaration in support of the application (Docket no. 999) (the “Application”), filed by Delphi Corporation (“Delphi”) and certain of its affiliates and subsidiaries, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for entry of an order, pursuant to sections 327(e) and 1107(b) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the retention and employment of WCPHD as special regulatory counsel to the Audit Committee of the Delphi’s Board of Directors, effective as of the Petition Date.

2. On November 9, 2005, the Debtors submitted the Declaration of Charles Davidow in support of the Application (the “Initial Declaration”).¹ The Initial Declaration is incorporated herein by this reference. In the Initial Declaration, I stated that supplemental declarations would be filed as appropriate upon receipt of new information regarding Interested Parties in these chapter 11 cases. I submit this first supplemental declaration (the “First Supplemental Declaration”) in connection with the Initial Declaration and the Application to provide disclosure required in accordance with Bankruptcy Rule 2014(a).

3. WCPHD is continuing and will continue to review potential conflicts and connections with Interested Parties in accordance with the WCPHD Disclosure Procedures (as described and defined in the Initial Declaration) and will file additional supplemental disclosures as appropriate.

Supplemental Disclosures

4. WCPHD represents or represented in the past the following clients in matters wholly unrelated to the Debtors’ chapter 11 cases:

- a) New Navy Yard Partnership: WCPHD represents New Navy Yard Partnership in a matter in which Delphi Properties was formerly an adverse party but is no longer involved; and
- b) Analog Devices, Inc.: Brobeck Hale and Dorr International, a joint venture between Brobeck Phleger & Harrison LLP and WCPHD predecessor Hale and Dorr LLP, represented Analog Devices, Inc., in a matter in which Delphi Corporation was an adverse party;²

5. In addition, one partner of WCPHD holds approximately 2,100 shares of Delphi

¹ The Initial Declaration is attached to the Application as Exhibit A. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Initial Declaration.

² Time was last billed to this matter in September 2003. It remains open for administrative purposes only.

common stock, and a counsel of WCPHD holds less than 10 shares of Delphi stock.

6. Based upon the search conducted to date in accordance with the WCPHD Disclosure Procedures, I submit that except as disclosed otherwise herein or in the Initial Declaration, neither I, WCPHD, nor any partner, junior partner, counsel, or associate of WCPHD, insofar as I have been able to ascertain, (a) represents entities other than the Audit Committee in connection with the Debtors' chapter 11 cases, (b) has any connections with Interested Parties, or (c) holds any interest adverse to the Audit Committee or the Debtors or their estates with respect to the matters on which WCPHD is to be retained and employed in these chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: November 22, 2005
Washington, DC

WILMER CUTLER PICKERING
HALE AND DORR LLP

/s/ Charles Davidow
Charles Davidow

EXHIBIT H

Delphi Corporation
Special Parties - Overnight Mail

COMPANY		CONTACT		ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Spencer Fane Britt & Browne LLP		Daniel Doyle Nicholas Franke David Brown		1 North Brentwood Blvd	Tenth Floor	St Louis	MO	63105
McTigue Law Firm		J Brian McTigue and Cornish F Hitchcock		5301 Wisconsin Ave NW	Ste 350	Washington	DC	20015

EXHIBIT I

Delphi Corporation
Special Parties - Overnight Mail

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Kirkpatrick & Lockhart Nicholson Graham LLP	George M Cheever	Henry W Oliver Building	535 Smithfield Street	Pittsburgh	PA	15222-2312
Kirkpatrick & Lockhart Nicholson Graham LLP	Robert N Michaelson	599 Lexington Avenue		New York	NY	10022-6030
Kenneth T Law		2600 El Camino Real	Suite 300	Palo Alto	CA	94306
Finkel Goldstein Rosenbloom & Nash LLP	J Ted Donovan	26 Broadway Ste 711		New York	NY	10004
Charles E Boulbol		26 Broadway 17th Floor		New York	NY	10004